

BY-LAWS
OF
COLUMBUS HOPE FOUNDATION, INC.

ARTICLE I

NAME AND LOCATION

Section 1. Name. The name of the corporation is COLUMBUS HOPE FOUNDATION, INC., hereinafter referred to as the "FOUNDATION",

Section 2. Location. The principal office of the corporation shall be located in the State of South Carolina, at such places as determined by the Foundation from time to time. The registered office of the Foundation may be, but need not be, identical with the principal office. Presently, the registered office location shall be listed as 108 Squire Court, Summerville, in Dorchester County, South Carolina, 29485-8012.

Section 3. Membership. The membership shall be comprised of the HOPE Chairman of each Council in the State of South Carolina Knights of Columbus.

ARTICLE II

MEETING OF MEMBERS AND VOTING RIGHTS

Section 1. Annual Meetings. Annual meetings of the members shall be held on the second Saturday in July or such other date in July as shall be determined by the Board of Directors with notice given as stated in Article II, Section 4.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the majority of the members.

Section 3. Place of Meetings. All meetings of the members shall be held at a location to be determined by the Board of Directors of the Foundation.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) days before the date of such meeting to each member's address last appearing on the records of the Foundation, or supplied by such member to the Foundation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The members present at the meeting shall constitute a quorum for any action.

Section 6. Voting. Each member shall have the right to cast one (1) vote, .as to all matters.

Section 7. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary no less than five days prior to the meeting date by postmark.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Numbers. The business and affairs of the Foundation shall be managed by the Executive Board of Directors (President, Secretary and Treasurer). The Board of Directors shall be comprised of a minimum seven (7) persons with a maximum of twelve (12) as set forth in the Articles of Incorporation. The directors will include the State Deputy who will serve during his term of office and directors who will serve on a rotating three-year term of office, there shall be at least one director from each of the seven deaneries of the Diocese of Charleston. The number of directors may be increased or decreased from time to time only by Amendment to these By-Laws.

Section 2. Election and Term of Office. Election shall be by written ballot at the annual meeting of members. Directors shall be elected from nominees from the deanery of the Director whose term of office is expiring or any unrepresented deanery of the Diocese of Charleston. Directors shall be elected to three year terms which will expire on an annual rotating basis after the initial directors' terms have been deemed by the members to have expired. Directors whose terms are expiring may be nominated to serve additional teams. The President, Secretary and 'Treasurer shall be elected annually by the Board of Directors.

Section 3. Removal Any director may be removed from the Board for cause by a majority vote of the members of the Foundation. If a director is removed for cause by a majority vote of the members of the Foundation, the remaining Board of Directors will select a replacement from the same deanery, or any unrepresented deanery, to serve his remaining term of office.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Foundation. However, any director may be reimbursed for his actual expenses incurred in the performance of his dudes.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held semiannually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, that meeting shall he held at the same time on the next day which is not a legal holiday

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Foundation, or by any two (2) directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Informal Action by Directors. Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 5. Chairman. The President of the Foundation shall serve as Chairman. In the event, there is a vacancy in the office of the President, a temporary Chairman shall be appointed by the Board of Directors until a new President is chosen,

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to;

- (a) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (b) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- (c) Employ attorneys to represent the Foundation when deemed necessary.

Section 2. Duties. It shall be the duty of the Board of Directors to;

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members.
- (b) Supervise all officers, agents and employees of the Foundation, and to see that their duties are properly performed.
- (c) Procure and maintain adequate liability insurance covering the Foundation and the directors and offices thereof and adequate hazard insurance on the property owned by the Foundation (if applicable).
- (d) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of the Foundation shall be a President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create. The length of term shall be included in the resolution,

Section 2. Election of Officers. The Board of Directors may appoint any officers of the Foundation in accordance with these By-Laws. Such appointments shall take place at the first meeting of the Board of Directors. The election of any other officers created by resolution shall take place at the first meeting of the Board of Directors following the meeting creating the office.

Section 3. Term. Each officer of the Foundation shall serve for his elected term of office.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Foundation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office for cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation will take effect on the date of receipt of such notice or at a later time specified therein. The acceptance of such resignation shall not be necessary to make it effective,

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The appointed officer shall serve for the remainder of his term of office.

Section 7. Multiple Officers. The offices of Secretary and Treasurer may be held by the same person. However, it is preferred that the offices of President, Secretary and Treasurer be held by separate individuals. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Compensation. No officer shall receive any compensation from the Foundation for acting as such.

Section 9, Duties. The duties of the officers are as follows:

President

- (a) The President shall be the principal executive officer of the Foundation, and, subject to the control of the Board, shall supervise and control the management of the Foundation. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolution of the Board are carried out and shall sign all leases, mortgages, deeds and other written instruments.

Secretary

- (b.) The Secretary shall receive and deposit in appropriate bank accounts all monies of the Foundation; shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Foundation and affix it on all papers requiring said seal, serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Foundation together with their addresses, and shall perform such other duties as required by the Board,

Treasurer

- (c) The Treasurer shall receive all vouchers / requests for funds from the Secretary; and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Foundation; keep proper books of account; cause an annual financial review of the Foundation books to be made by the audit committee and if requested by the committee conduct an external audit; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members,

ARTICLE VII

COMMITTEES

The Board of Directors shall appoint such committees as deemed appropriate to carry on its purpose.

ARTICLE VIII

BOOKS AND RECORDS

The books, records and papers of the Foundation shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the Foundation shall be available for inspection by any member at the principal office of the Foundation,

ARTICLE IX

CORPORATE SEAL

The Foundation shall have a seal in circular form having within its circumference the words: COLUMBUS HOPE FOUNDATION INC., 2001.

ARTICLE X

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of the members represented in person or by proxy at a duly-called meeting.

Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

ARTICLE XI

MISCELLANEOUS

The fiscal year of the Foundation shall begin on the 1st day of July and end on the 30th day of June, of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

The Foundation shall indemnify any director or officer or former director or officer of the Foundation or any person who may have served at the request of the Foundation as a director or officer of another corporation, whether for profit or not for profit, against expenses (including attorneys' fees) or liabilities actually and reasonable incurred by him in connection with the defense of or as a consequence of any threatened, pending, or completed action, suit or proceeding (whether civil or criminal) in which he is made or is threatened to be made, a parry by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action suit or proceeding to be liable for negligence or misconduct in the performance of duty,

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity, and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

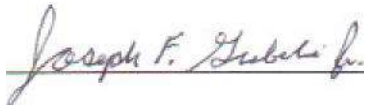
The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer employer or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employer or agent of another corporation, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability assented against him and incurred by him in such capacity, or arising out of his status as such, whether or not the Foundation would have the power to indemnify him against such Liability.

The Foundation's indemnity of any person who is or was 3 director, officer, employee or agent of the Foundations, or is or was serving at the request of the foundation, as a director, officer, employee or agent of another corporation, partnerships, joint venture, trust or other enterprise, shall be reduced by any amounts such person may collect as indemnification (1) under any policy of insurance purchased and maintained on his behalf by the Foundation or (2) from such other corporation, partnership, joint venture, trust or other enterprise.

Nothing contained in this Article XII, or elsewhere in these By-Laws, shall operate to indemnify any director or officer if such indemnification is for any reason contrary to any applicable state of federal law.

The foregoing were adopted as By-Laws of Columbus Hope Foundation of South Carolina, Inc., a nonprofit corporation, under the laws of the State of South Carolina, at the first meeting of the Hoard of Directors on December 2, 2001, arid modified by amendment at a regular meeting of members- on July 11, 2015.

APPROVED!



President Joseph F. Gubeli Jr.



Secretary Larry Papineau

Date of Institution December 2, 2001

Approved July 11, 2015